

RECORDATION NO. 24620-A FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

OCT 02 2003

10:00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 2, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of September 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number 24620.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, OH 43537

Assignee: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue  
Minneapolis, MN 55479

Mr. Vernon A. Williams  
October 2, 2003  
Page 2

A description of the railroad equipment covered by the enclosed document is:

75 covered hopper cars within the series AEX 7154 - AEX 7418.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written over the closing "yours".

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 24620-A FILED

OCT 02 '03 1:36 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 30, 2003, by and between The Andersons, Inc. ("Assignor") and Wells Fargo Equipment Finance, Inc. ("Assignee").

WHEREAS, The Anderson, Inc., as Lessor, and Cenex Harvest States Cooperative, as Lessee, have heretofore entered into that certain Master Lease Agreement dated as of December 1, 2000, and the Rider #200001-HCSR4 dated as of January 21, 2003 (collectively, the "Lease") pertaining to the rail cars described therein ("Equipment"). Evidence of the Lease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 simultaneously with this Assignment and assigned recordation number 24620.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, using an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused to be executed on this \_\_\_\_\_ day and year first written above.

STB  
COPY

s of the

ASSIGNOR: THI

By:

Nicholas C. Conrad

Nicholas C. Conrad

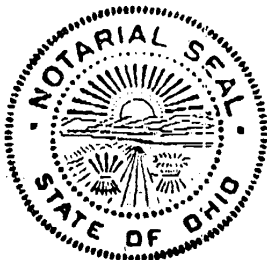
Title: Assistant Treasurer

STATE OF OHIO )  
COUNTY OF LUCAS )

SS:

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, the Assistant Treasurer of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 30<sup>th</sup> day of September, 2003.



Julie Ann Dibble

Notary Public

JULIE ANN DIBBLE

My Commission Expires

Notary Public, State of Ohio  
Commission Expires 8-20-05

ASSIGNEE: WELLS FARGO EQUIPMENT FINANCE, INC.

By: [Signature]

Name: Jaqueline Barragan

Title: AVP

STATE OF MINNESOTA )  
COUNTY OF HENNEPIN ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Jaqueline Barragan  
the AVP of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, who  
acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said  
corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act  
and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Hennepin City, MN  
this 1 day of October, 2003.

[Signature]  
Notary Public

My Commission Expires January 31, 2005



**EXHIBIT A**  
**Cenex Harvest States Cooperatives**  
**Rider 200001-HSCR4**  
 Car Description  
 5700 Covered Hopper

	Car Number	
1	AEX	7154
2	AEX	7161
3	AEX	7163
4	AEX	7165
5	AEX	7168
6	AEX	7170
7	AEX	7173
8	AEX	7174
9	AEX	7178
10	AEX	7179
11	AEX	7182
12	AEX	7183
13	AEX	7186
14	AEX	7187
15	AEX	7191
16	AEX	7192
17	AEX	7194
18	AEX	7197
19	AEX	7198
20	AEX	7199
21	AEX	7208
22	AEX	7209
23	AEX	7211
24	AEX	7219
25	AEX	7226

	Car Number	
26	AEX	7227
27	AEX	7231
28	AEX	7233
29	AEX	7240
30	AEX	7244
31	AEX	7246
32	AEX	7247
33	AEX	7249
34	AEX	7252
35	AEX	7260
36	AEX	7268
37	AEX	7275
38	AEX	7277
39	AEX	7278
40	AEX	7282
41	AEX	7290
42	AEX	7291
43	AEX	7296
44	AEX	7298
45	AEX	7299
46	AEX	7302
47	AEX	7304
48	AEX	7309
49	AEX	7310
50	AEX	7316

	Car Number	
51	AEX	7322
52	AEX	7329
53	AEX	7332
54	AEX	7342
55	AEX	7343
56	AEX	7347
57	AEX	7348
58	AEX	7350
59	AEX	7354
60	AEX	7355
61	AEX	7363
62	AEX	7365
63	AEX	7366
64	AEX	7367
65	AEX	7368
66	AEX	7369
67	AEX	7371
68	AEX	7373
69	AEX	7383
70	AEX	7384
71	AEX	7394
72	AEX	7398
73	AEX	7406
74	AEX	7415
75	AEX	7418

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

10/2/03



\_\_\_\_\_  
Robert W. Alvord